

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

TRUST AGREEMENT AND ASSIGNMENT

THIS TRUST AGREEMENT AND ASSIGNMENT, made this 1st day of March, 1961, between Charles A. Stokes, Lydia McA. Christman, Mary McA. Apperson, Paul A. Fleury, III, Paul A. Fleury, IV, Charles M. Fleury, Mary Virginia Fleury Emory, William E. Fleury, Alexander A. Fleury, Lewis L. Fleury and Esther C. Fleury Imhoff, hereinafter collectively referred to as Mortgagees, Parties of the First Part; and Romaine Barnes and Frank Halter, hereinafter referred to as Trustees, and their successors in trust, Parties of the Second Part,

W I T N E S S E T H:

WHEREAS, Mortgagees are the holders of certain debentures of THE McALISTER CORP., a South Carolina corporation with its principal place of business in Greenville County, State aforesaid, which debentures are secured by a certain mortgage of real estate located in said County and State aforesaid; and

WHEREAS, In said mortgage it is provided as follows:

"The mortgagees may assign to one or more persons in trust any or all rights hereunder including but not limited to the power to release from time to time any or all of the within-described property from the lien of this mortgage and any release so executed by such person or persons shall be as effectual as though executed by all the mortgagees and the purchaser of any property so released shall not be required to see to the application of the proceeds. Upon the recording of such assignment it shall be irrevocable and the death of any mortgagee or the disposition by any mortgagee of any debentures shall not affect the continuation of said trust and the rights and powers created thereunder." And

WHEREAS, It is desirable to make said assignment in accordance with said provisions contained in said mortgage,

NOW, THEREFORE, In consideration of the premises, the following assignment and trust is hereby made by the Mortgagees and accepted by the Trustees, their successors and assigns in trust:

(1) Mortgagees do hereby assign, transfer and convey to Trustees that certain mortgage of real estate executed by The McAlister Corp. to Mortgagees on the 30th day of December, 1960,

(continued)